

(Per ILA Approval Requirements)

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CA Approval

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JB Approval

**REGIONAL FARE COORDINATION SYSTEM
CHANGE ORDER NO. 15 WSF Simulator**

CONTRACTOR: **ERG Transit Systems (USA) Inc.**

CONTRACT NUMBER: **229944**

This Change Order to Contract #229944 ("Change Order") is executed as of 12/21/05 by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of ERG Limited, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Background

- A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.
- B. The Agencies and the Contractor desire to execute this Change Order No. 15 to authorize the Contractor to design and build a WSF Gate and POS simulator that will enable the completion of the WSF GAK development, integration and testing.

Agreements

The Agencies and the Contractor hereby agree to the following changes to the Contract.

1.0 Division I Changes

1.1 Section 76.3.11 "Integration with WSF Point of Sale System and Related Equipment" is hereby amended as provided in Amendment 13, without further execution, a copy of which is attached hereto as Change Order 15 Attachment A, to include a new section e) to read as follows:

- e) Payment for one hundred (100%) of the WSF Gate and POS simulator lump sum costs specified in Exhibit 9, Section VI. Special Programs, will be payable upon Beta Test Readiness.

1.2 Exhibit 9 "Price Schedule" is hereby amended as shown in "Change Order No. 15- Attachment B", attached hereto for the changes described below:

- a) Move former VI (1) (I) "WSF GAK Implementation" to "Special Programs" and change "Total A" and "Grand Total" accordingly.
- b) Add new Item VI. Special Programs, "WSF Gate and POS Simulator", with a Lump Sum Cost of "\$24,614".

2.0 Division III Changes

2.1 Contract Section 6.III-16.6 "Data Exchange and Back Office Integration" is amended to include the include the following section:

- (f) The Contractor shall design and build a WSF Gate and POS simulator that will enable the WSF GAK development, integration and testing to be completed. The simulator shall be built in two steps:
 - 1. Step 1 - a simple command line simulator for developer use
 - 2. Step 2 - a graphical user interface (GUI) simulator for integration and test engineer use that will enable integrators and testers to run the GAK in the integration and test bed, both in Perth and Seattle.
 - 3. Instruction manual / user guide.

3.0 Other Terms and Conditions

3.1 Except as expressly amended by this Change Order, the Contract remains in full force and effect. All other provisions of the Contract not referenced in this Change Order No. 15 shall remain in effect unless modified in other executed Amendments and Change Orders.

IN WITNESS WHEREOF, the parties hereto have executed this Change Order No.15 to Contract #229944 as of the date set forth below its signature.

ERG Transit Systems (USA) Inc.

By: Patrick Brault
Its: PROJECT MANAGER
Date: 21-DEC-05

The Agencies

By: Candace Carlson
Their: Contract Administrator
On behalf of the Agencies
Date: 12/21/05

Central Puget Sound Regional Transit Authority

By: _____
Its: _____
Date: _____

King County

By: _____
Its: _____
Date: _____

Pierce County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Washington State Ferries, Washington State Department of Transportation

By: _____
Its: _____
Date: _____

City of Everett

By: _____
Ray Stephanson, Mayor, or His Designee
Date: _____

ATTEST:

By: _____
Sharon Marks, City Clerk
Date: _____

APPROVED AS TO FORM:

By: _____
James D. Iles, City Attorney
Date: _____

Kitsap County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Snohomish County Public Transportation Benefit Area

By: _____
Its: _____
Date: _____

Amendment 13 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System

This Amendment 13 to the Contract for the Design, Implementation, Operation and Maintenance of the Regional Fare Coordination System is entered into this 21st day of December, 2005, by and between ERG Transit Systems (USA) Inc, a California corporation and wholly owned subsidiary of ERG Limited, an Australian corporation, (hereinafter referred to as the "Contractor") and each of the following seven public transportation agencies (hereinafter referred to individually as an "Agency" or collectively as the "Agencies"):

1. Central Puget Sound Regional Transit Authority ("Sound Transit")
2. King County ("King County")
3. Kitsap County Public Transportation Benefit Area ("Kitsap Transit")
4. Pierce County Public Transportation Benefit Area ("Pierce Transit")
5. Snohomish County Public Transportation Benefit Area ("Community Transit")
6. City of Everett ("Everett")
7. State of Washington, acting through the Washington State Department of Transportation, Washington State Ferries Division ("WSF")

Recitals

- A. Effective April 29, 2003, each of the Agencies and the Contractor entered into Contract #229944 ("Contract") to implement a Regional Fare Coordination System ("RFC System") to establish a common fare system utilizing smart card technology. The Contractor is responsible for the development, implementation, operation and maintenance of the RFC System as specified in the Contract.
- B. The Parties desire to authorize the Contractor to design and build a WSF Gate and POS simulator that will enable the completion of the WSF GAK development, integration and testing.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the sufficiency of which is hereby acknowledged, the Parties hereby agree to amend the Contract as follows:

Section 1.0 Section 76.3.11 "Integration with WSF Point of Sale System and Related Equipment" is hereby amended to include a new section e) to read as follows:

- e) Payment for one-hundred (100%) of the WSF Gate and POS simulator lump sum costs specified in Exhibit 9, Section VI. Special Programs, will be payable upon Beta Test Readiness.

Section 3.0 All other provisions of the Contract not referenced in this Amendment Thirteen shall remain in effect unless modified in other executed Amendments and Change Orders.

Modification & Addition to Exhibit 9 Price Schedule

VI. IMPLEMENTATION

LUMP SUM COST

1. PHASE 1 (up to and including Beta Test Acceptance)

A. DESIGN

1. Card Issue & Revalue Functions	\$422,859
2. Passenger Fare Payment Functions	\$396,909
3. Data Acquisition System	\$352,382
4. Revenue Management & Reconciliation	\$387,621
5. Agency Ridership & Revenue Processing	\$352,382
TOTAL DESIGN:	\$1,912,153

B. DEVELOPMENT

1. Card Issue & Revalue Functions	\$493,335
2. Passenger Fare Payment Functions	\$529,212
3. Data Acquisition System	\$493,335
4. Revenue Management & Reconciliation	\$563,812
5. Agency Ridership & Revenue Processing	\$493,335
6. Windows CE Implementation for DDU	\$112,440
TOTAL DEVELOPMENT:	\$2,685,470

C. TESTING SETUP

Tools, Test Bed, Facility	\$211,429
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D. TESTING

TESTING	\$914,517
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E. BETA TESTING

Installation & Testing	\$626,978
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F. CENTRAL SYSTEM SOFTWARE

Configuration	\$3,510,779
Testing	\$1,170,260

G. EMC TEST

EMC TEST	\$74,245
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H. ENVIRONMENTAL TEST

ENVIRONMENTAL TEST (cost for 5 devices)	\$79,704
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TOTAL (A):**\$11,185,535**

2. PHASE 2 (after Beta Test Acceptance)

A. TESTING	\$940,467
B. ACCEPTANCE TESTING	\$556,502
TOTAL (B)	\$1,496,969

GRAND TOTAL (A + B)	\$12,682,504
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SPECIAL PROGRAMS**LUMP SUM COST**

Original Contract

A. PARATRANSIT	\$70,476
B. VANPOOL	\$70,476

Change Order No. 1

A. KCM RCU Conceptual Design (Not to Exceed plus reimburseable travel expenses)	\$26,795
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Change Order No. 11

WSF GAK Implementation	\$241,584
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Change Order No. 15

WSF Gate & POS Simulator	\$24,614
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